

AGENDA

SPECIAL COMMITTEE ON RIVERFRONT ACTIVITIES AND BASEBALL

**September 12, 2005
Aldermen Lopez, Gatsas,
Guinta, DeVries, Smith**

**5:15 PM
NH Primary Room
City Hall (3rd Floor)**

1. Chairman Lopez calls the meeting to order.
2. The Clerk calls the roll.
3. Communication from Attorney Andrea Saunders Batchelder regarding the transfer of the New Hampshire Fisher Cats from 6 to 4 to 3, LLC to NH Triple Play, LLC noting that the Eastern League has approved the transfer and requesting written approval from the City of the transfer.
Ladies and Gentlemen, what is your pleasure?
4. If there is no further business, a motion is in order to adjourn.



GALLAGHER & CAVANAUGH LLP
COUNSELLORS AT LAW

BOOTT COTTON MILLS
100 FOOT OF JOHN STREET
LOWELL, MASSACHUSETTS 01852

TELEPHONE 978.452.0522
FACSIMILE 978.452.0482

September 6, 2005

The City of Manchester
City Clerk's Office
One City Hall Plaza
Manchester, NH 03101
Attention: City Clerk

The City of Manchester
Finance Department
One City Hall Plaza
Manchester, NH 03101
Attention: Finance Officer

The City of Manchester
City Solicitor's Office
One City Hall Plaza
Manchester, NH 03101
Attention: City Solicitor

Ropes & Gray, LLP
One International Place
Boston, MA 02110-2624
Attention: Walter R. McCabe III, Esq.

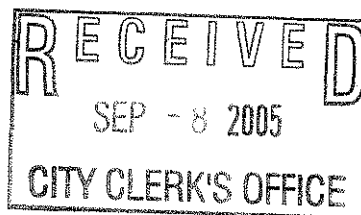
Re: New Hampshire Fisher Cats
New Ballpark
Stadium Project, Singer Park, Manchester, New Hampshire

Gentlemen:

This will serve to confirm that, in accordance with Section 13.2 of the Amended and Restated Management and Operations Agreement between the City of Manchester and 6 to 4 to 3, LLC ("6 to 4 to 3") dated January 25, 2005 ("Lease"), that certain assets and liabilities of 6 to 4 to 3, LLC, including the AA minor league baseball franchise known as the New Hampshire Fisher Cats ("Franchise") and the Lease are to be transferred to NH Triple Play, LLC, with DSF Sports, LLC (managed by Arthur P. Solomon) at its helm. NH Triple Play, LLC has agreed to assume all of the duties and obligations of 6 to 4 to 3 under the Lease with the exception of the obligations set forth in section 8.1.

The Eastern League of Professional Baseball Clubs, Inc. ("Eastern League") has approved the Control Interest Transfer Application for the transfer of the franchise from 6 to 4 to 3 to NH Triple Play, LLC which the League has determined to be a qualified buyer. A copy of the Eastern League's approval is attached. Accordingly, under section 13.2, 6 to 4 to 3 respectfully requests that the City provide written approval of the transfer as set forth in section 13.2.

Thank you very much.



City of Manchester
May 28, 2004
Page 2

City of Manchester
September 6, 2005
Page 2

Very truly yours,

GALLAGHER & CAVANAUGH


Andrea Saunders Batchelder (gaw)

cc: Drew Weber (via email and by mail)
Arthur P. Solomon (via email and by mail)
Lawrence I. Silverstein, Esq.
Joseph McEacharn, President
Randy Sherman (via email)



EASTERN LEAGUE

OF PROFESSIONAL BASEBALL CLUBS, INC.

Joseph R. McEacham
President

Via US Mail & Facsimile

August 31, 2005

Scott Poley
General Counsel
Minor League Baseball
201 Bayshore Dr., S.E.
St. Petersburg, FL 33701

RE: New Hampshire Fischer Cats CIT Application

Dear Scott:

Please be advised that the Eastern League Board of Directors has approved the CIT application for the transfer of the New Hampshire Fischer Cats franchise from 6 to 4 to 3, LLC, a New Hampshire limited liability company, to NH Triple Play, LLC, a New Hampshire limited liability company, subject to the following conditions:

- 1) The transaction will close substantially and materially under the same terms as described in the Asset Purchase Agreement dated July 11, 2005.
- 2) The Sources and Uses of Funds remaining substantially and materially consistent with the description contained in the Asset Purchase Agreement dated July 11, 2005 and NAPBL Application for Control Interest Transfer submitted July 11, 2005.
- 3) Prior NAPBL approval of the various background investigations required under the NAPBL CIT Application;
- 4) At or prior to closing, all debt, liens, claims, and encumbrances upon the entity owning the franchise will be discharged with the exception of the Assumed Debt by NH Triple Play, LLC totaling no more than three million dollars (\$3,000,000) and described in the Purchase and Sale Agreement (FischerCats Agreement-Schedule 1.1(b)(iii) dated July 11, 2005.
- 5) At or prior to closing, the Amended and Restated Management and Operations Agreement made and entered into on January 25, 2005 by The City of Manchester, NH and 6 to 4 to 3, LLC be transferred to NH Triple Play, LLC with

20-36 Danforth Street, Suite 208 • Portland, ME 04101 • Phone (207) 761-2700 • Fax (207) 761-7064
E-mail: elpb@easternleague.com • Website: www.easternleague.com
• Serving the Northeast with Exciting Class AA Baseball •

defense of any claim brought against any of them contrary to the terms of this condition.

Please be advised, the Eastern League approval is contingent upon this document being executed by both the assignor and assignee at final closing, and an original notarized copy of such executed document being received by this office within seven days of final closing of the transaction. As always, please do not hesitate to contact me with questions or concerns.

Sincerely,



Joe McEacham
President

In witness whereof, each of the parties to the proposed transfer described above has read and agreed to the conditions listed above:

Assignor:

New Hampshire Triple Play LLC

By: _____

Arthur Solomon

Assignee:

6 to 4 to 3, LLC

By: _____

Drew Weber

cc: EL Board of Directors